

CHAPMAN AND CUTLER

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1877-1943  
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December 20, 1999

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

RECORDATION NO. **22525-B** FILED

DEC 20 '99

11-45 AM

Re: TXU Electric Company Synthetic Lease Financing of Railroad Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 2, dated as of December 20, 1999, between the Lessee and the Agent Lessor. As one of the attorneys representing the Agent Lessor in this transaction, I have knowledge of the matters described in this letter.

The names and addresses of the parties to the enclosed document are as follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Lessee: TXU Electric Company  
Energy Plaza  
1601 Bryan Street  
Dallas, Texas 75201

Agent Lessor: Dresdner Kleinwort Benson North America Leasing, Inc.  
75 Wall Street  
New York, New York 10005-2889

CHAPMAN AND CUTLER

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 is as set forth on Exhibit A hereto.

A fee of twenty-six dollars (\$26.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document appears in the index follows:

MEMORANDUM OF LEASE SUPPLEMENT NO. 2:

Memorandum of Lease Supplement No. 2 between Dresdner Kleinwort Benson North America Leasing, Inc., not in its individual capacity, but solely as Agent Lessor, 75 Wall Street, New York, New York 10005-2889, and TXU Electric Company, as Lessee, Energy Plaza, 1601 Bryan Street, Dallas, Texas 75201, dated as of December 20, 1999, covering railroad equipment bearing the reporting marks listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 2 is related to the Memorandum of Lease between the Agent Lessor and the Lessee dated as of November 18, 1999, which has already been recorded.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Aluminum Rapid Discharge IV Coal Cars	122	TXUX 990094 through TXUX 990095 inclusive, TXUX 990101 through TXUX 990104 inclusive, TXUX 990108 through TXUX 990119 inclusive, TXUX 990121 through TXUX 990122 inclusive, TXUX 990139 through TXUX 990141 inclusive, TXUX 990143 through TXUX 990149 inclusive, TXUX 990151 through TXUX 990152 inclusive, TXUX 990154, TXUX 990156 through TXUX 990204 inclusive, TXUX 990208 through TXUX 990227 inclusive, TXUX 990229 through TXUX 990230 inclusive, TXUX 990232 through TXUX 990244 inclusive, TXUX 990248, TXUX 990250 through TXUX 990253 inclusive.

DEC 20 '99

11-45 AM

## MEMORANDUM OF LEASE SUPPLEMENT NO. 2

Memorandum of Lease Supplement No. 2, made and entered into as of December 20, 1999, by and between Dresdner Kleinwort Benson North America Leasing, Inc., a Delaware corporation, not in its individual capacity, but solely as Agent Lessor ("*Agent Lessor*"), and TXU Electric Company, a Texas corporation, as Lessee ("*Lessee*").

## W I T N E S S E T H :

1. The undersigned have entered into that certain Lease, dated as of November 1, 1999 (the "*Lease*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease.

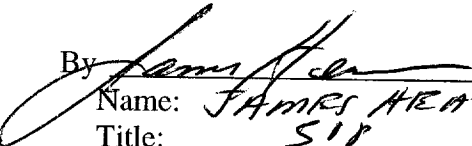
2. A memorandum of said Lease has been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 2, dated December 20, 1999, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.


\* \* \*

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DRESDNER KLEINWORT BENSON NORTH  
AMERICA LEASING, INC., not in its  
individual capacity, but solely as Agent  
Lessor

By   
Name: JAMES HEATON  
Title: SVP

Executed on this 9<sup>th</sup> day of December, 1999.

By   
Name: Tom Fortunato  
Title: First Vice President

Executed on this 9<sup>th</sup> day of December 1999.

TXU ELECTRIC COMPANY

By \_\_\_\_\_  
Name: Kirk R. Oliver  
Title: Treasurer and Assistant Secretary

Executed on this \_\_\_\_ day of December, 1999.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DRESDNER KLEINWORT BENSON NORTH  
AMERICA LEASING, INC., not in its  
individual capacity, but solely as Agent  
Lessor

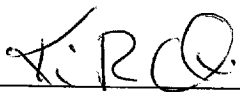
By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 1999.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 1999.

TXU ELECTRIC COMPANY

By  \_\_\_\_\_  
Name: Kirk R. Oliver  
Title: Treasurer and Assistant  
Secretary

Executed on this 13<sup>th</sup> day of December, 1999.

STATE OF NY )  
COUNTY OF NY ) SS.:

On this, the 9th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared JAMES HEARON, who being by me duly sworn, says that (s)he is the SVP of DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., that said instrument was signed on December 9, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cindy Ewers  
Name: **CINDY EWERS**  
Notary Public **Notary Public, State of New York**  
My Commission Expires: **No. 01EW5051662**  
Residing in **Qualified in New York County**  
**Commission Expires November 13, 2001**

STATE OF NY )  
COUNTY OF NY ) SS.:

On this, the 9th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared TOM FORTUNATO, who being by me duly sworn, says that (s)he is the FVP of DRESDNER KLEINWORT BENSON NORTH AMERICA LEASING, INC., that said instrument was signed on December 9, 1999 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Cindy Ewers  
Name: **CINDY EWERS**  
Notary Public **Notary Public, State of New York**  
My Commission Expires: **No. 01EW5051662**  
Residing in **Qualified in New York County**  
**Commission Expires November 13, 2001**

STATE OF TEXAS                    )  
  ) SS:  
COUNTY OF DALLAS            )

On this, the 13<sup>th</sup> day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Kirk R. Oliver, who being by me duly sworn, says that he is the Treasurer and Assistant Secretary of TXU ELECTRIC COMPANY, that said instrument was signed on December 13, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Julia Laxson  
Name:  
Notary Public  
My Commission Expires:  
Residing in Texas

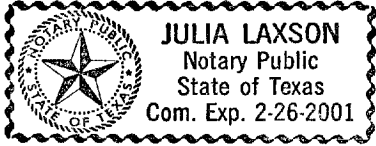




EXHIBIT A

UNITS

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